
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):
June 7, 2016 (June 6, 2016)**

Commission file number: 001-35653

Sunoco LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of Incorporation or organization)

30-0740483
(IRS Employer
Identification No.)

**8020 Park Lane, Suite 200
Dallas, TX 75231**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (832) 234-3600

**555 East Airtex Drive
Houston, TX 77073**
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective June 6, 2016, each of Sunoco LP (the “Partnership”) and Sunoco GP LLC, the general partner of the Partnership (the “General Partner”), changed its principal office to 8020 Park Lane, Suite 200, Dallas, Texas 75231 from 555 East Airtex Drive, Houston, TX 77073. Each of the Partnership and the General Partner changed its registered agent to Corporation Service Company from Corporation Trust Center and its registered office to 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808 from 1209 Orange Street, Wilmington, Delaware 19801. Accordingly, on June 6, 2016, the General Partner filed with the Delaware Secretary of State an Amended and Restated Certificate of Limited Partnership (the “Certificate”) and executed Amendment No. 4 (the “LP Agreement Amendment”) to the First Amended and Restated Agreement of Limited Partnership of the Partnership to reflect such changes. Additionally, on June 6, 2016, the General Partner’s sole member executed Amendment No. 2 (the “LLC Agreement Amendment”) to the Amended and Restated Limited Liability Company Agreement of the General Partner to reflect (i) the above mentioned changes to the General Partner’s principal office, registered agent and registered office and (ii) the sole member’s change in notice address.

The Certificate, the LP Agreement Amendment and the LLC Agreement Amendment are attached hereto as Exhibits 3.1, 3.2 and 3.3, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. See “Exhibit Index” attached to this Current Report on Form 8-K, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUNOCO LP

**By: SUNOCO GP LLC,
its General Partner**

Date: June 7, 2016

By: /s/ Robert W. Owens
Title: President and Chief Executive Officer

SUNOCO LP

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Limited Partnership of Sunoco LP dated as of June 6, 2016.
3.2	Amendment No. 4 to the First Amended and Restated Agreement of Limited Partnership of Sunoco LP dated as of June 6, 2016.
3.3	Amendment No. 2 to the Amended and Restated Limited Liability Company Agreement of Sunoco GP LLC dated as of June 6, 2016.

**A MENDED AND R ESTATED
C ERTIFICATE OF L IMITED P ARTNERSHIP
OF
S UNOCO LP**

This Amended and Restated Certificate of Limited Partnership of Sunoco LP (the “Partnership”) is executed and filed pursuant to the provisions of the Delaware Revised Uniform Limited Partnership Act (the “Act”), by Sunoco GP LLC, a Delaware limited liability company (the “General Partner”), as the general partner of the Partnership. The General Partner DOES HEREBY CERTIFY as follows:

1. The name of the limited partnership is Sunoco LP.
2. The original Certificate of Limited Partnership of the Partnership was filed under the name of Susser Petroleum Partners LP with the Secretary of State of the State of Delaware on June 11, 2012 and a Certificate of Amendment changing the name of the Partnership to Sunoco LP was filed with the Secretary of State of the State of Delaware on October 15, 2014.
3. The Certificate of Limited Partnership of the Partnership is being amended and restated to reflect the change of address of the General Partner of the Partnership.
4. The original Certificate of Limited Partnership of the Partnership is hereby amended and restated to read in its entirety as follows:
 1. The name of the limited partnership is Sunoco LP.
 2. The address of the registered office of the Partnership in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware, County of New Castle 19808, and the name of the registered agent at such address is Corporation Service Company.
 3. The name and business address of the General Partner of the Partnership are as follows:

Sunoco GP LLC
8020 Park Lane, Suite 200
Dallas, Texas 75231

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been duly executed as of the 6th day of June, 2016 and is being filed in accordance with Section 17-210 of the Act by the General Partner.

GENERAL PARTNER

Sunoco GP LLC

By: /s/ Robert W. Owens

Name: Robert W. Owens

Title: President and Chief Executive Officer

**AMENDMENT NO. 4
TO
FIRST AMENDED AND RESTATED AGREEMENT
OF LIMITED PARTNERSHIP
OF SUNOCO LP**

June 6, 2016

This Amendment No. 4 (this “***Amendment No. 4***”) to the First Amended and Restated Agreement of Limited Partnership of Sunoco LP (the “***Partnership***”), dated as of September 25, 2012, as amended by Amendment No. 1 thereto dated as of October 27, 2014, Amendment No. 2 thereto dated as of July 31, 2015 and Amendment No. 3 thereto dated as of January 1, 2016 (as so amended, the “***Partnership Agreement***”) is hereby adopted effective as of June 6, 2016, by Sunoco GP LLC, a Delaware limited liability company (the “***General Partner***”), as general partner of the Partnership. Capitalized terms used but not defined herein have the meaning given such terms in the Partnership Agreement.

WHEREAS, Section 2.3 of the Partnership Agreement provides that the General Partner may change the principal office of the Partnership, the registered office of the Partnership or the registered agent of the Partnership at any time and from time to time by notice to the Limited Partners;

WHEREAS, the General Partner, without the approval of any Partner, may amend any provision of the Partnership Agreement pursuant to Section 13.1(a) of the Partnership Agreement to reflect a change in the name of the Partnership, the location of the principal place of business of the Partnership, the registered agent of the Partnership or the registered office of the Partnership;

WHEREAS, the board of directors of the General Partner has authorized and instructed the General Partner to take any actions necessary, desirable or appropriate to change the principal office of the Partnership;

WHEREAS, on September 22, 2014, the General Partner filed a Certificate of Amendment Changing Only the Registered Office or Registered Agent of a Limited Partnership with the Secretary of State of the State of Delaware to change the registered agent of the Partnership and the registered office of the Partnership to Corporation Service Company and 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, respectively;

WHEREAS, effective as of June 6, 2016, the principal office of the Partnership and the address of the General Partner each are 8020 Park Lane, Suite 200, Dallas, Texas 75231;

WHEREAS, the General Partner deems it in the best interest of the Partnership to effect this Amendment No. 4 to change (i) the registered agent of the Partnership and registered office of the Partnership to Corporation Service Company and 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, respectively and (ii) the principal office of the Partnership and address of the General Partner to 8020 Park Lane, Suite 200, Dallas, Texas 75231, as they occur throughout the Partnership Agreement, and shall provide notice to the Limited Partners of such changes;

NOW THEREFORE , the General Partner does hereby amend the Partnership Agreement as follows:

Section 1. Amendment. Section 2.3 of the Partnership Agreement is hereby amended and restated to read as follows:

Section 2.3 *Registered Office; Registered Agent; Principal Office; Other Offices* . Unless and until changed by the General Partner, the registered office of the Partnership in the State of Delaware shall be located at 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808, and the registered agent for service of process of the Partnership in the State of Delaware at such registered office shall be Corporation Service Company. The principal office on the Partnership shall be located at 8020 Park Lane, Suite 200, Dallas, Texas 75231, or such other place as the General Partner may from time to time designate by notice to the Limited Partners. The Partnership may maintain offices at such other place or places within or outside the State of Delaware as the General Partner determines to be necessary or appropriate. The address of the General Partner shall be 8020 Park Lane, Suite 200, Dallas, Texas 75231, or such other place as the General Partner may from time to time designate by notice to the Limited Partners.

Section 2. Except as hereby amended, the Partnership Agreement shall remain in full force and effect.

Section 3. If any provision or part of a provision of this Amendment No. 4 is or becomes for any reason, invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions and/or parts thereof contained herein shall not be affected thereby and this Amendment No. 4 shall, to the fullest extent permitted by law, be reformed and construed as if such invalid, illegal or unenforceable provision, or part of a provision, had never been contained herein, and such provision or part reformed so that it would be valid, legal and enforceable to the maximum extent possible.

Section 4. This Amendment No. 4 shall be governed by, and interpreted in accordance with, the laws of the State of Delaware, all rights and remedies being governed by such laws without regard to principles of conflicts of laws.

[Signature page follows]

IN WITNESS WHEREOF , this Amendment No. 4 has been executed as of the date first above written.

GENERAL PARTNER:

SUNOCO GP LLC

/s/ Robert W. Owens

Name: Robert W. Owens

Title: President and Chief Executive Officer

**AMENDMENT NO. 2
TO
AMENDED AND RESTATED LIMITED LIABILITY
COMPANY AGREEMENT
OF
SUNOCO GP LLC**

June 6, 2016

This Amendment No. 2 (this “***Amendment No. 2***”) to the Amended and Restated Limited Liability Company Agreement of Sunoco GP LLC (the “***Company***”), dated as of September 25, 2012, as amended by Amendment No. 1 thereto dated as of October 27, 2014 (as so amended, the “***LLC Agreement***”), is hereby adopted effective as of June 6, 2016, by ETE Sigma Holdco, LLC, as the sole member of the Company (the “***Sole Member***”). Capitalized terms used but not defined herein have the meaning given such terms in the LLC Agreement.

WHEREAS, Section 2.3 of the LLC Agreement provides that the Company’s board of directors may change the principal office of the Company, the registered office of the Company or the registered agent of the Company at any time and from time to time;

WHEREAS, on September 22, 2014, the Company filed a Certificate of Amendment Changing Only the Registered Office or Registered Agent of a Limited Liability Company with the Secretary of State of the State of Delaware to change the registered agent of the Company and the registered office of the Company to Corporation Service Company and 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, respectively;

WHEREAS, on April 1, 2016, Energy Transfer Equity, L.P., (“***ETE***”), the Company and the Sole Member entered into an Assumption and Assignment Agreement pursuant to which ETE assigned 100% of the membership interest in the Company to the Sole Member and the Sole Member was admitted as the sole member of the Company;

WHEREAS, effective as of the date hereof, the principal place of business of the Company is 8020 Park Lane, Suite 200, Dallas, Texas 75231;

WHEREAS, the Sole Member deems it advisable and in the best interests of the Company to make certain amendments to the LLC Agreement to reflect (i) the changes in principal office of the Company, registered office of the Company and registered agent of the Company and (ii) the acquisition by the Sole Member of 100% of the membership interest in the Company on April 1, 2016;

NOW THEREFORE, the Sole Member does hereby amend the LLC Agreement as follows:

Section 1. Amendment.

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- a. Section 2.3 of the LLC Agreement is hereby amended and restated to read as follows:

Section 2.3 *Registered Office; Registered Agent; Principal Office; Other Offices* . Unless and until changed by the Board, the registered office of the Company in the State of Delaware shall be located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, and the registered agent for service of process on the Company in the State of Delaware at such registered office shall be Corporation Service Company. The principal office of the Company shall be located at 8020 Park Lane, Suite 200, Dallas, Texas 75231, or such other place as the Board may from time to time designate. The Company may maintain offices at such other place or places within or outside the State of Delaware as the Board deems necessary or appropriate

- b. The second paragraph of Section 9.1 of the LLC Agreement is hereby replaced with the following:

“If to the Sole Member:

ETE Sigma Holdco, LLC
8111 Westchester Drive
Dallas, Texas 75225
Attention: General Counsel
Telephone: (214) 981-0700”

Section 2. Except as hereby amended, the LLC Agreement shall remain in full force and effect.

Section 3. The appropriate officers of the Sole Member and/or the Company are hereby authorized to make such clarifying and conforming changes as they deem necessary or appropriate, and to interpret the Partnership Agreement, to give effect to the intent and purpose of this Amendment No. 2.

Section 4. This Amendment No. 2 shall be governed by, and interpreted in accordance with, the laws of the State of Delaware, all rights and remedies being governed by such laws without regard to principles of conflicts of laws.

[Signature page follows]

IN WITNESS WHEREOF , this Amendment No. 2 has been executed as of the date first above written.

SOLE MEMBER:

ETE SIGMA HOLDCO, LLC

By: /s/ John W. McReynolds

Name: John W. McReynolds

Title: President and Chief Financial Officer